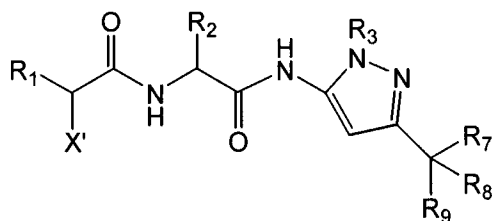


THE AMENDMENT

In the Claims:

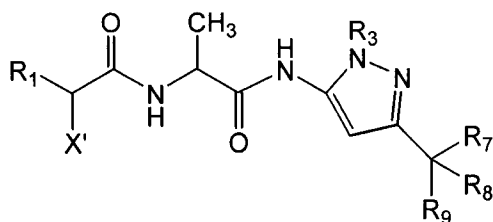
- 1-2. (Canceled)
3. (Previously Presented) The compound of Claim 4, wherein R₃ is H.
4. (Previously Presented) A compound of Formula II:



Formula II

wherein R₁ is aryl, or substituted aryl; X' is H or OH; R₂ is CH₃, R₃ is H, or t-butyl; R₇ is aryl, substituted aryl, or U-aryl, wherein U is O or CH₂; and R₈ and R₉ are independently H, or alkyl.

5. (Previously Presented) A pharmaceutical formulation comprising the compound according to Claim 4 and a pharmaceutically acceptable carrier.
- 6-11. (Canceled)
12. (Previously Presented) The compound of Claim 4, wherein R₁ is 3,5-difluorophenyl.
13. (Previously Presented) A compound of Formula II:



Formula II

wherein R₁ is aryl or heteroaryl, cycloalkyl, or heterocycle, optionally substituted with one or more of -F, -Cl, -Br, -OH, -CF₃, C₁₋₆ alkyl; C₁₋₃ alkoxy and methylenedioxy, X' is H or -OH; R₃ is H, or t-butyl; R₇ is aryl or U-aryl optionally substituted with one or more groups consisting of C₁₋₆ alkyl, chloro, fluoro, bromo, -NO₂, C₁₋₃ alkoxy, -CF₃, -N(R_{7a})₂, C(O)R_{7a}, C(O)N(R_{7a})₂, and -NHC(O)R_{7a}, wherein each R_{7a} is independently chosen from H and C₁₋₆ alkyl, U is O, -CH₂- or S; and R₈ and R₉ are each independently C₁₋₆ alkyl.

14. (Previously Presented) The compound of Claim 13, wherein R₃ is H and R₈ and R₉ are both methyl.
15. (Previously Presented) The compound of Claim 13, wherein R₁ is 3,5-difluorophenyl and X' is hydroxyl.
- 16-17. (Canceled)
18. (Previously Presented) The compound of Claim 13, wherein R₃ is H, R₁ is 3,5-difluorophenyl and X' is hydroxyl.
19. (Previously Presented) The compound of Claim 13, wherein R₇ is aryl optionally substituted with one or more groups consisting of C₁₋₆ alkyl, chloro, fluoro, bromo, -NO₂, C₁₋₃ alkoxy, -CF₃, -N(R_{7a})₂, C(O)R_{7a} and -C(O)N(R_{7a})₂, -NHC(O)R_{7a}, wherein each R_{7a} is independently chosen from H and C₁₋₆ alkyl.

20. (Currently Amended) The compound of Claim [[1]] 4 chosen from the group consisting of:
~~N-[2-*tert*-butyl-5-(1-methyl-4-phenylpiperidin-4-yl)-2H-pyrazol-3-yl]-2-[2-(3,5-difluorophenyl)-2-hydroxyacetyl-amino]propionamide, 2-[2-(3,5-difluorophenyl)-2-hydroxyacetyl-amino]-N-[5-(1-methyl-4-phenylpiperidin-4-yl)-2H-pyrazol-3-yl]propionamide, 2-[2-(3,5-difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-[5-(1-phenyl-cyclopropyl)-2H-pyrazol-3-yl]-propionamide, 2-[2-(3,5-difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-[5-(1-phenyl-cyclopentyl)-2H-pyrazol-3-yl]-propionamide, N-{5-[1-(4-chloro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-(3,5-difluoro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, N-{5-[1-(4-nitro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-(3,5-difluoro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, 2-[2-(3,5-difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-[5-(1,1-diphenyl-ethyl)-2H-pyrazol-3-yl]-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-(5-styryl-2H-pyrazol-3-yl)-propionamide, N-{5-[1-(4-Amino-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-(3,5-difluoro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, N-{5-[1-(4-Acetyl-amino-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-(3,5-difluoro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-{5-[1-(4-fluoro-phenyl)-cyclopentyl]-2H-pyrazol-3-yl}-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-{5-[1-(4-chloro-phenyl)-cyclopentyl]-2H-pyrazol-3-yl}-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-[5-(1-phenyl-ethyl)-2H-pyrazol-3-yl]-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-[5-(1-phenyl-cyclohexyl)-2H-pyrazol-3-yl]-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-{5-[1-(2-fluoro-phenyl)-cyclopentyl]-2H-pyrazol-3-yl}-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-{5-[1-(2-fluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-{5-[1-(3,5-dimethyl-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-{5-[1-(2,4-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-[5-(2-methyl-2-phenyl-propyl)-2H-pyrazol-3-yl]-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-{5-[1-(4-trifluoromethyl-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, Pyridine-2-carboxylic acid (1-{5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}carbamoyl)-ethyl)-amide, Isoquinoline-1-carboxylic acid (1-{5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-~~

~~ylcarbamoyl}-ethyl)-amide, 3-Methyl-N-{1-[5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-ylcarbamoyl]-ethyl}-butyramide, N-{1-[5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-ylcarbamoyl]-ethyl}-butyramide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetylamino]-N-{5-[1-(4-dimethylamino-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, 2-(2-Dimethylamino-acetylamino)-N-[5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-yl]-propionamide, 1,2,3,4-Tetrahydro-isoquinoline-3-carboxylic acid {1-[5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-ylcarbamoyl]-ethyl}-amide, N-{5-[1-(4-Chloro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-(2-methylamino-acetylamino)-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2(S)-hydroxy-acetylamino]-N-[5-(1,1-dimethyl-2-phenyl-ethyl)-2H-pyrazol-3-yl]-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2(R)-hydroxy-acetylamino]-N-[5-(1,1-dimethyl-2-phenyl-ethyl)-2H-pyrazol-3-yl]-propionamide, N-{1-[5-(1,1-Dimethyl-2-phenyl-ethyl)-2H-pyrazol-3-ylcarbamoyl]-ethyl}-2-hydroxy-3-methyl-butylamide, N-(1-{5-[1-(3,5-Difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-ylcarbamoyl}-ethyl)-2-hydroxy-3-methyl-butylamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetylamino]-N-[5-(4-phenyl-tetrahydro-pyran-4-yl)-2H-pyrazol-3-yl]-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetylamino]-N-{5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, 2-Chloro-N-(1-{5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-ylcarbamoyl}-ethyl)-benzamide, N-(1-{5-[1-(3,5-Difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-ylcarbamoyl}-ethyl)-2-trifluoromethyl-benzamide, N-{5-[1-(3,5-Difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-hydroxy-2-(2-trifluoromethyl-phenyl)-acetylamino]-propionamide, 2-[2-(4-tert-Butyl-phenyl)-2-hydroxy-acetylamino]-N-{5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, 2-[2-(4-tert-Butyl-phenyl)-2-hydroxy-acetylamino]-N-{5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, 2-[2-(3-Chloro-phenyl)-2-hydroxy-acetylamino]-N-{5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, N-{5-[1-(3,5-Difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-(2-hydroxy-2-p-tolyl-acetylamino)-propionamide, 2-[2-(4-Chloro-phenyl)-2-hydroxy-acetylamino]-N-{5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, N-{5-[1-(3,5-Difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-hydroxy-2-(4-methoxy-phenyl)-acetylamino]-propionamide, N-{5-[1-(3,5-Difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-hydroxy-2-(4-trifluoromethyl-phenyl)-acetylamino]-propionamide, 2-[2-(2-Chloro-phenyl)-2-hydroxy-acetylamino]-N-{5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, N-{5-[1-(4-Chloro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-(2-hydroxy-~~

~~cyclohexylamino)-propionamide, N-(1-{5-[1-(4-Fluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-ylcarbamoyl}-ethyl)-2-hydroxy-3-methyl-butyramide, N-{2-tert-Butyl-5-[1-(4-fluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-(3,5-difluoro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, N-{2-tert-Butyl-5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-(3,5-difluoro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, N-[2-tert-Butyl-5-(1,1-dimethyl-2-phenyl-ethyl)-2H-pyrazol-3-yl]-2-[2-(3,5-difluoro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, N-[2-tert-Butyl-5-(1,1-dimethyl-2-phenyl-ethyl)-2H-pyrazol-3-yl]-2-[2-(3,5-difluoro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, {1-[2-tert-Butyl-5-(1,1-dimethyl-2-phenyl-ethyl)-2H-pyrazol-3-ylcarbamoyl]-ethyl}-carbamic acid tert-butyl ester, N-[2-tert-Butyl-5-(1,1-dimethyl-2-phenyl-ethyl)-2H-pyrazol-3-yl]-2-phenylacetyl-amino-propionamide, N-{1-[2-tert-Butyl-5-(1,1-dimethyl-2-phenyl-ethyl)-2H-pyrazol-3-ylcarbamoyl]-ethyl}-butyramide, N-[2-tert-Butyl-5-(4-phenyl-tetrahydro-pyran-4-yl)-2H-pyrazol-3-yl]-2-[2-(3,5-difluoro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, N-(1-{2-tert-Butyl-5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-ylcarbamoyl}-ethyl)-3-trifluoromethyl-benzamide, N-{2-tert-Butyl-5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-(4-tert-butyl-phenyl)-2-hydroxy-acetyl-amino]-propionamide, N-{2-tert-Butyl-5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-(3-chloro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, 2-(2-Cyclohexyl-2-hydroxy-acetyl-amino)-N-{5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, N-{5-[1-(3,5-Difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-(4-fluoro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, N-{5-[1-(3,5-Difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-(2-hydroxy-2-phenyl-acetyl-amino)-propionamide, 2-(2-Hydroxy-2-phenyl-acetyl-amino)-N-[5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-yl]-propionamide, 2-(2-Cyclohexyl-2-hydroxy-acetyl-amino)-N-[5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-yl]-propionamide, [2-(3,5-Difluoro-phenyl)-acetyl-amino]-N-{5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, 2-[(3,5-Difluoro-phenyl)-acetyl-amino]-N-{5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, 2-(2-Cyclohexyl-acetyl-amino)-N-[5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-yl]-propionamide, N-(1-{5-[1-(3,5-Difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-ylcarbamoyl}-ethyl)-3-methyl-3-phenyl-butyramide, (2-Benzo[1,3]dioxol-5-yl-acetyl-amino)-N-{5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, 2-[2-(4-Chloro-phenyl)-2-hydroxy-acetyl-amino]-N-[5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-yl]-propionamide, 2-[2-(2,3-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-{5-[1-(3,5-difluoro-~~

phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, 2-[2-(3,5-Dimethoxy-phenyl)-acetyl-amino]-N-[5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-yl]-propionamide, 2-[2-(3,5-Bis-trifluoromethyl-phenyl)-acetyl-amino]-N-[5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-yl]-propionamide, 2-(2-Benzo[1,3]dioxol-5-yl-acetyl-amino)-N-{2-tert-butyl-5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, N-[2-tert-Butyl-5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-yl]-2-[2-hydroxy-2-(4-trifluoromethyl-phenyl)-acetyl-amino]-propionamide, N-{2-tert-Butyl-5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-(3,5-difluoro-phenyl)-acetyl-amino]-propionamide, N-[2-tert-Butyl-5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-yl]-2-[2-(4-chloro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, N-[2-tert-Butyl-5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-yl]-2-(2-cyclohexyl-acetyl-amino)-propionamide, N-{2-tert-Butyl-5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-(2,3-difluoro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, N-{2-tert-Butyl-5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-(2-hydroxy-2-phenyl-acetyl-amino)-propionamide N-[2-tert-Butyl-5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-yl]-2-(2-hydroxy-2-phenyl-acetyl-amino)-propionamide, N-[2-tert-Butyl-5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-yl]-2-(2-cyclohexyl-2-hydroxy-acetyl-amino)-propionamide, N-(5-Cyclopentyl-2H-pyrazol-3-yl)-2-[2-(3,5-difluorophenyl)-2-hydroxy-acetyl-amino]-propionamide, 2-[2-(3,5-Difluorophenyl)-2-hydroxy-acetyl-amino]-N-[5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-yl]-propionamide, (2S)-2-(3,4-Dichlorophenylamino)-N-{5-[1-(3,5-difluorophenyl)-1-methylethyl]-2H-pyrazol-3-yl}-propionamide, 2-(3,5-Difluoro-phenyl)-2-hydroxy-N-[[5-(1-methyl-1-phenyl-ethyl)-2H-pyrazol-3-yl]carbonyl]-thiophen-2-yl-methyl}-acetamide, N-[5-(1-Cyclopropyl-4-phenylpiperidin-4-yl)-2H-pyrazol-3-yl]-2-[2'-(3,5-difluorophenyl)-2'-hydroxyacetyl-amino]-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-[5-(1-methyl-1-pyridin-3-yl-ethyl)-2H-pyrazol-3-yl]-propionamide, N-{5-[1-(3-Chloro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-(3,5-difluoro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-{5-[1-(3,4-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-{5-[1-(3-fluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-{5-[1-methyl-1-(3-trifluoromethyl-phenyl)-ethyl]-2H-pyrazol-3-yl}-propionamide, N-{5-[1-(3,4-Dichloro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-2-[2-(3,5-difluoro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, 2-[2-(3,5-Difluoro-phenyl)-2-hydroxy-acetyl-amino]-N-{5-[1-(3-methoxy-phenyl)-

~~1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide, N-{5-[1-(4-Chlorophenyl)sulfanyl]-1-methylethyl]-2H-pyrazol-3-yl}-2-[2-(3,5-difluorophenyl)-2-hydroxyacetyl-amino]-propionamide, 2-Hydroxy-3-methyl-N-{1-[5-(1-methyl-1-phenylethyl)-2H-pyrazol-3-yl]carbonyl}ethyl}-butyramide, 2-Acetyl-amino-N[5-(1,1-dimethyl-2-phenylethyl)-2H-pyrazol-3-yl]-propionamide, 2-[2'-(3,5-Difluorophenyl)-2'-oxo-acetyl-amino]-N[5-(1-methyl-4-phenylethyl)-2H-pyrazol-3-yl]-propionamide, 2-[2'-(3,5-Difluorophenyl)-2'-hydroxyacetyl-amino]-N[5-(1-methyl-1-phenylethyl)-2H-pyrazol-3-yl]-propionamide 2-[2-(3,5-Difluorophenyl)-2-hydroxyacetyl-amino]-N[5-(1-methyl-1-phenylethyl)-2H-pyrazol-3-yl]-propionamide, 2-[2'-(3,5-Difluorophenyl)-2'-hydroxyacetyl-amino]-N[5-(1-methyl-1-phenylethyl)-2H-pyrazol-3-yl]-propionamide, 2-[2'-(3,5-Difluorophenyl)-2'-hydroxyacetyl-amino]-N[5-[1-2,3-difluorophenyl]-1-methylethyl]-2H-pyrazol-3-yl]-propionamide 2-[2-(3,5-Difluorophenyl)-2-hydroxyacetyl-amino]-N[5-[1-2,3-difluorophenyl]-1-methylethyl]-2H-pyrazol-3-yl]-propionamide, N[5-(1-Cyclohexyl-1-methyl-ethyl)-2H-pyrazol-3-yl]-2-[2-(3,5-difluoro-phenyl)-2-hydroxy-acetyl-amino]-propionamide, 2-(3-Butyl-ureido)-N-{5-[1-(3,5-difluoro-phenyl)-1-methyl-ethyl]-2H-pyrazol-3-yl}-propionamide and 2-(3,4-Dichlorophenyl-amino)-N-{5-[1-(3,5-difluorophenyl)-1-methylethyl]-2H-pyrazol-3-yl}-propionamide.~~